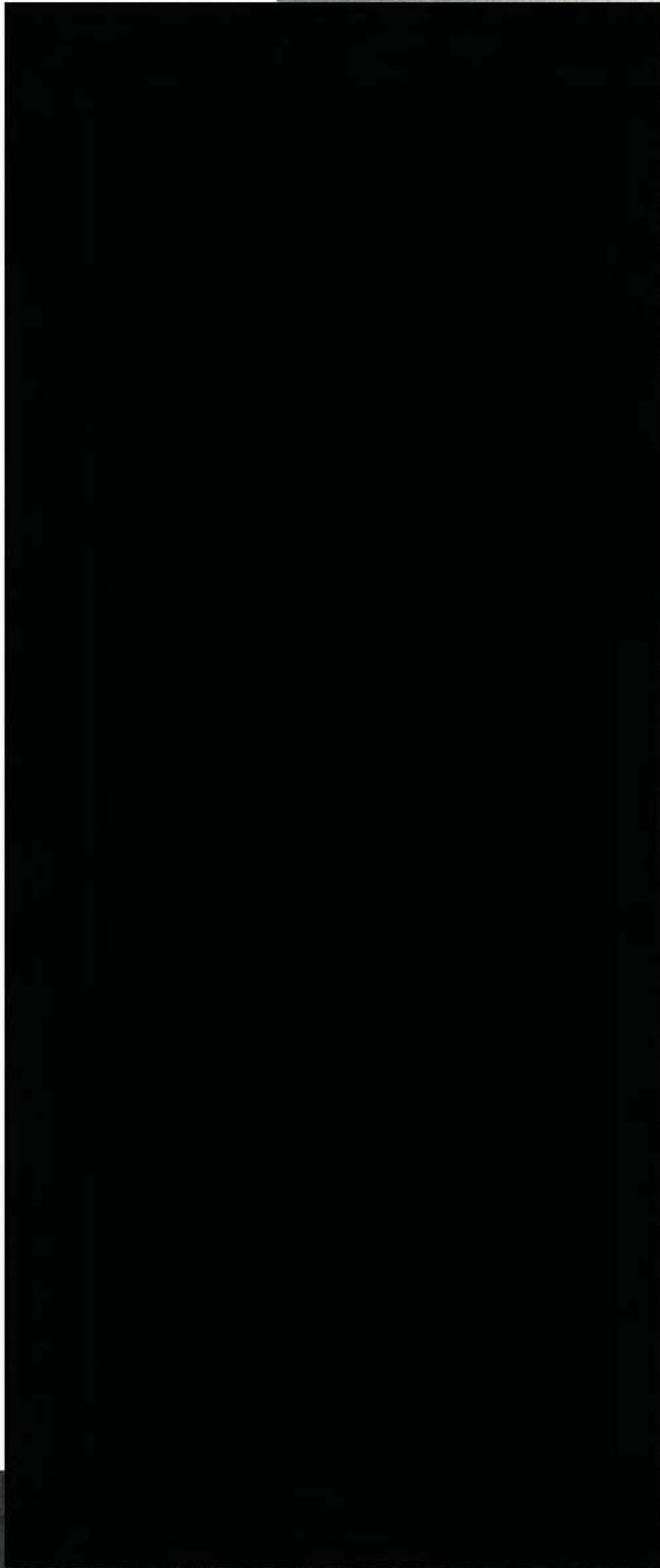


# **EXHIBIT 2739**

(Part 2 of 3)

# Stock Options Today...



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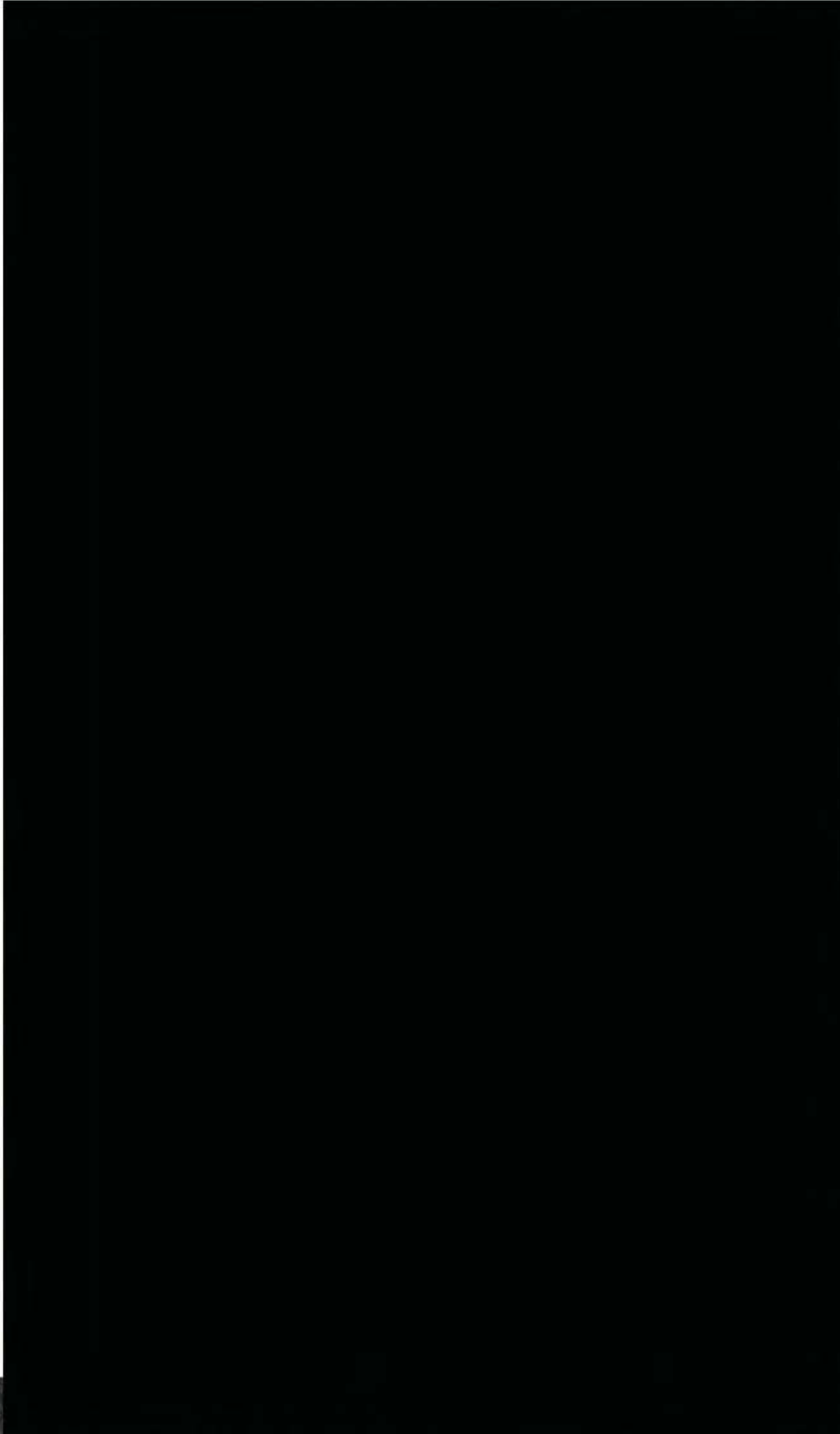
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## Stock Options Today...



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# Stock Options Today...

## DILUTION: Example

- There are a 1,000 total shares outstanding in ABC Company
- I buy 100 shares of ABC Company for \$25,000; I now own 10% of the company
- Company initiates an employee stock option program
- The program increases share count by 5% annually; as a result of the increase in total shares outstanding...
  - In 10 years my 100 shares is only 6.1% of the 1,629 total shares outstanding
  - In 20 years it is 3.8% of 2,653 total shares outstanding

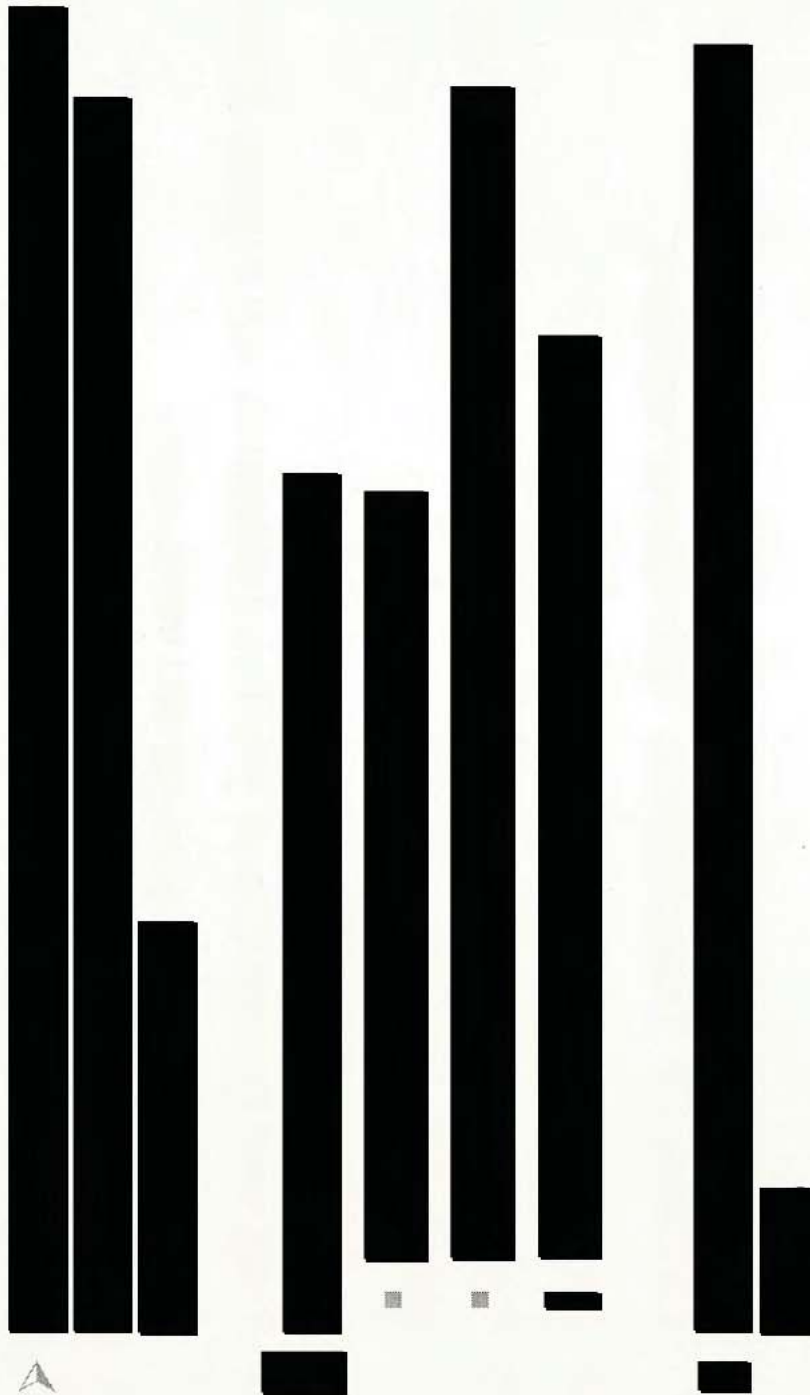
# Stock Options Today...

## DILUTION: Example (continued)

- **My return as a shareholder is reduced dramatically as a result of the employee option dilution**
- **If the value of the company doubles in 10 years:**
  - If no employee options were granted my holdings would be worth \$50,000 (\$25,000-initial investment X 2)
  - With option dilution, my ownership in the company has decreased from 10% to 6.1%. My \$25,000 investment is now worth \$30,500, versus \$50,000
  - The difference, \$19,500, went to employees.

**Impact of dilution on  
shareholder value is significant**

## Stock Options Today...



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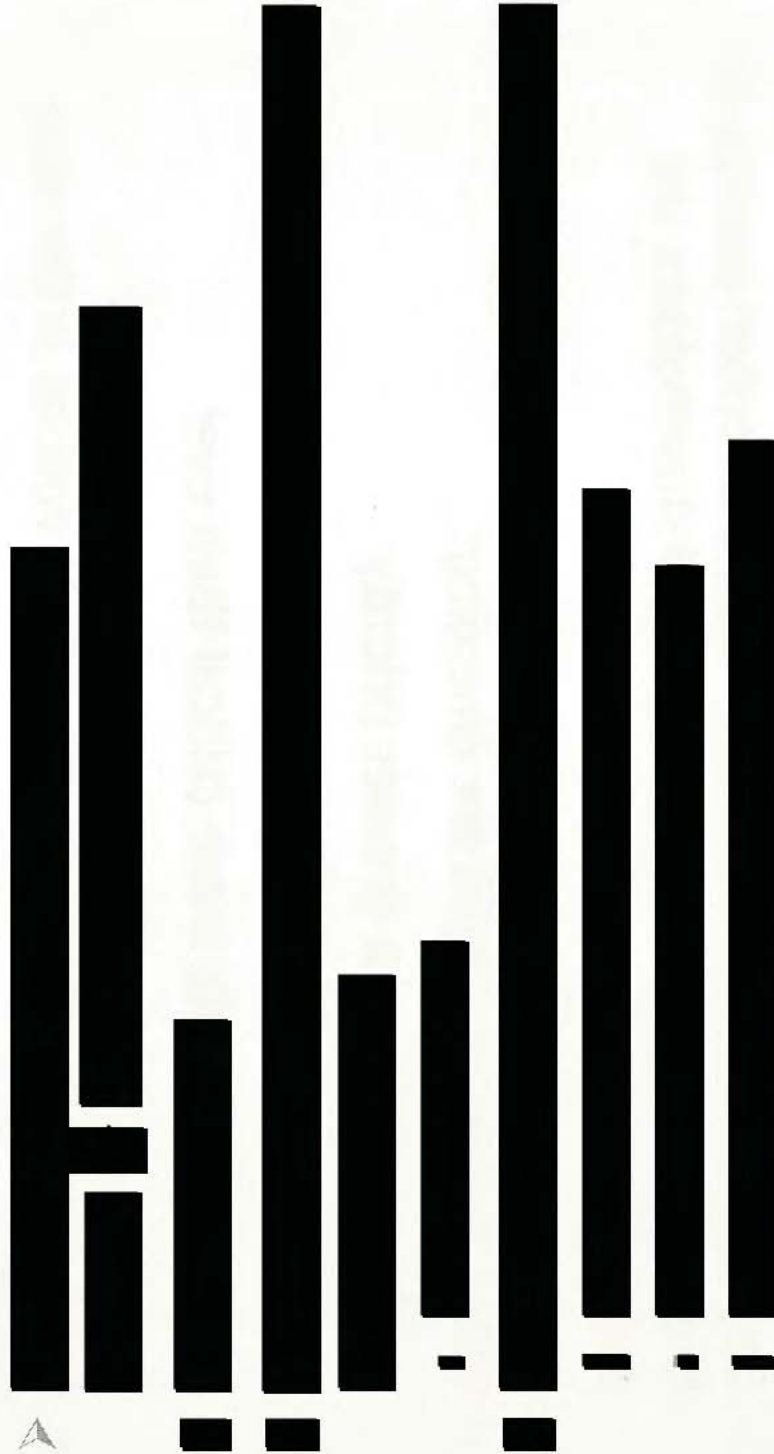
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# Intuit's Strategy



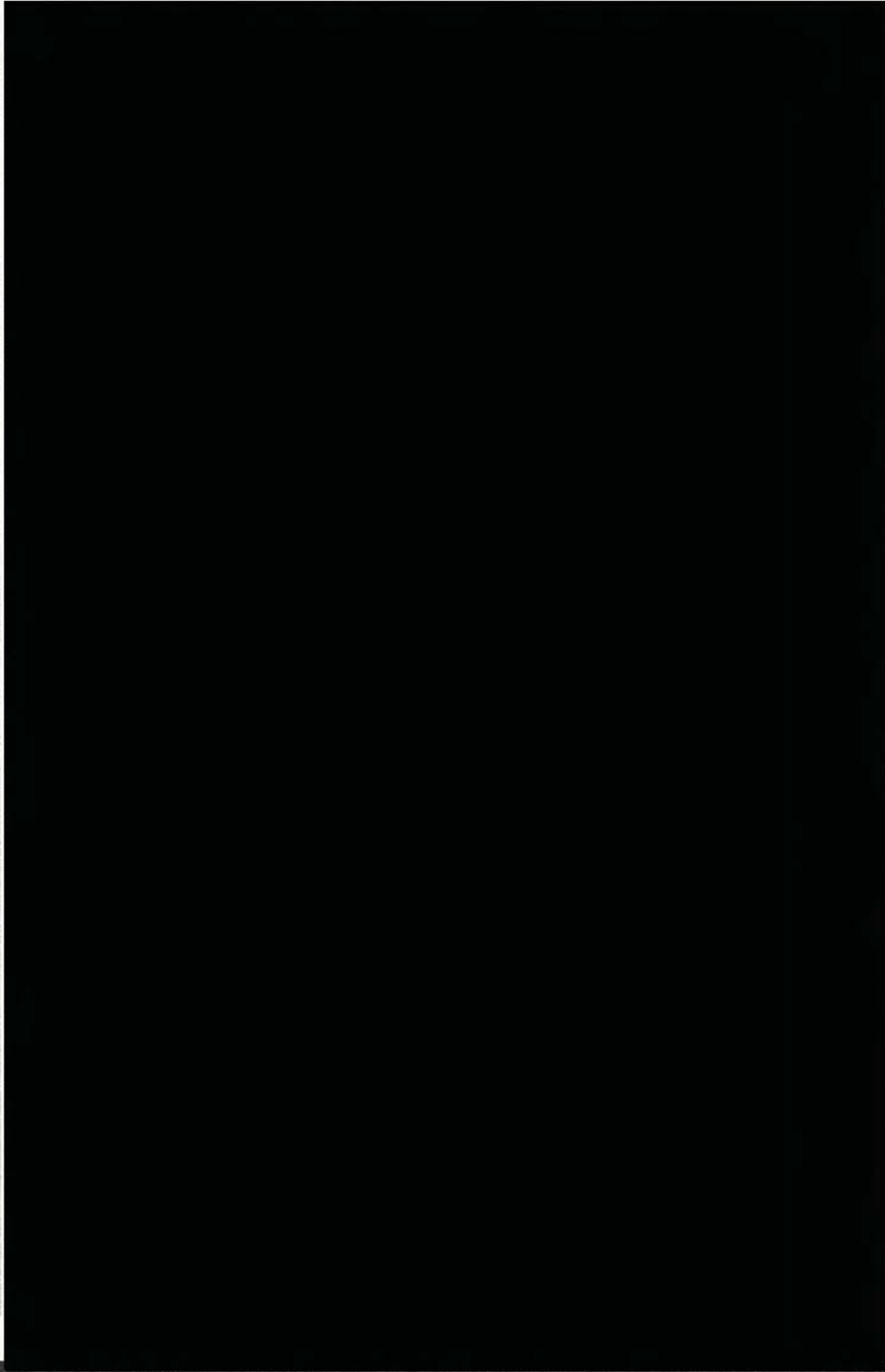
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# The Role of Manager/Leader



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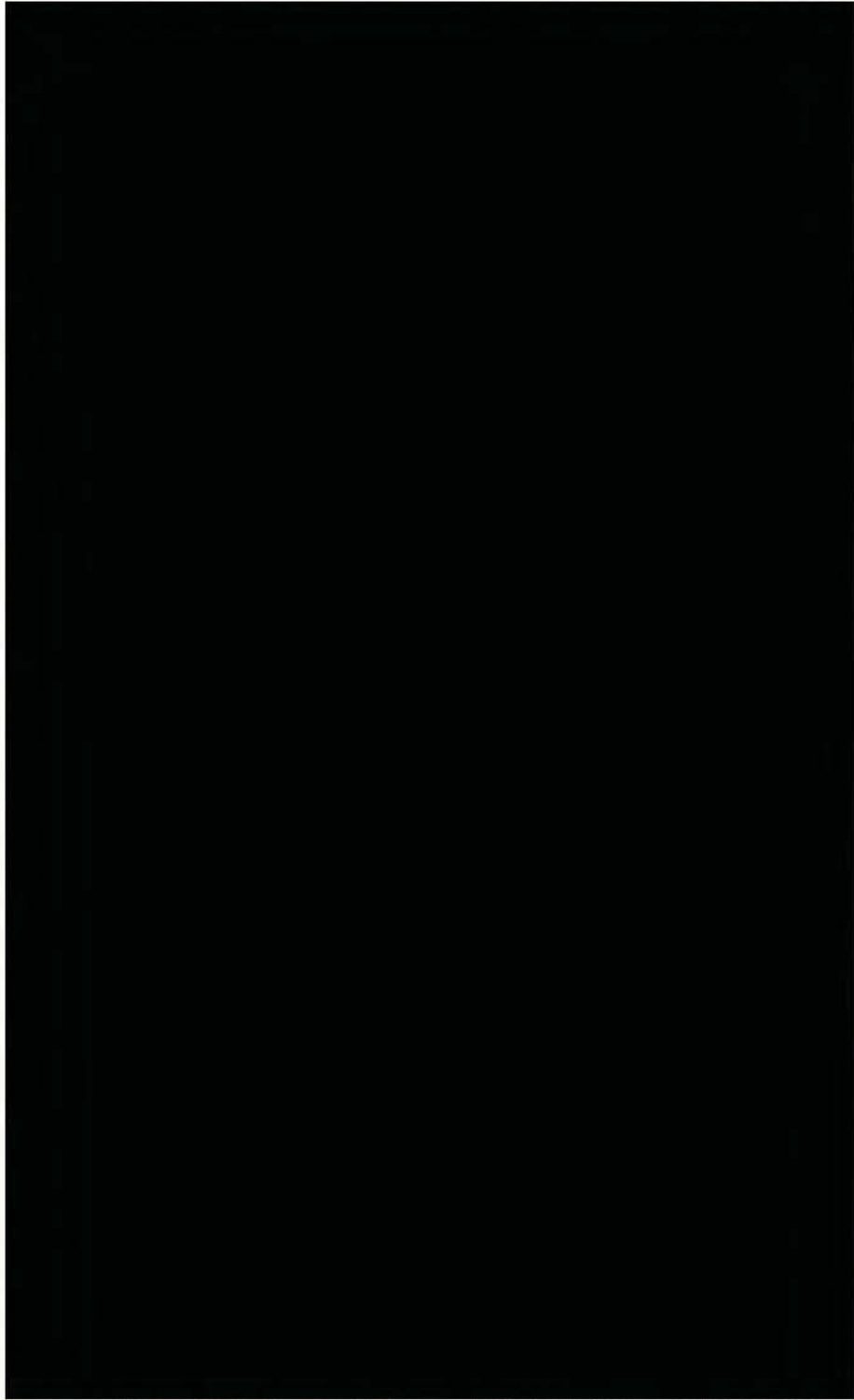
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# Making Stock Option Decisions



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# Grant Process for New Hires

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# New Hire Guidelines

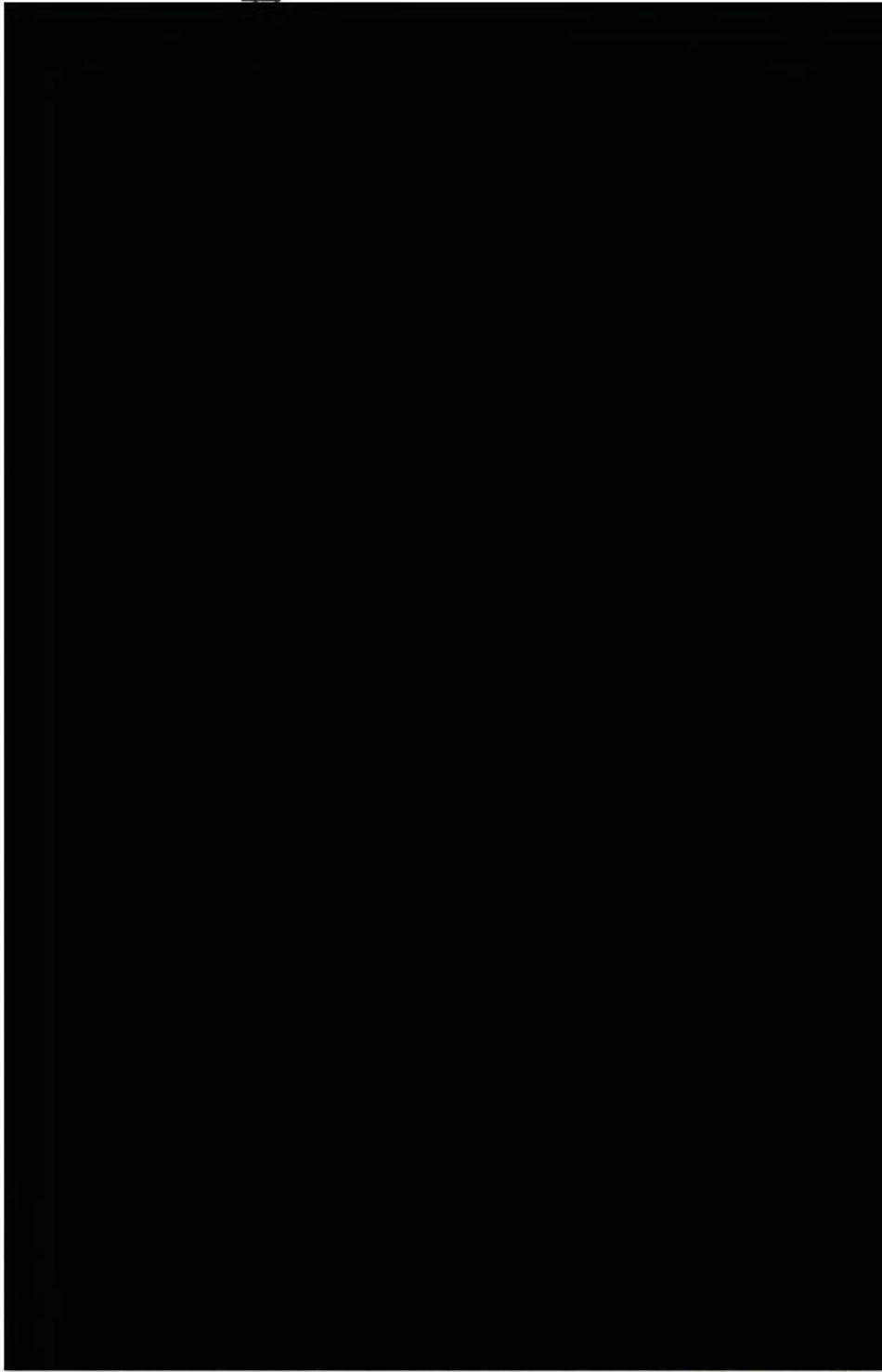
Effective July 1, 2003

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# New Hire Guidelines Introduction

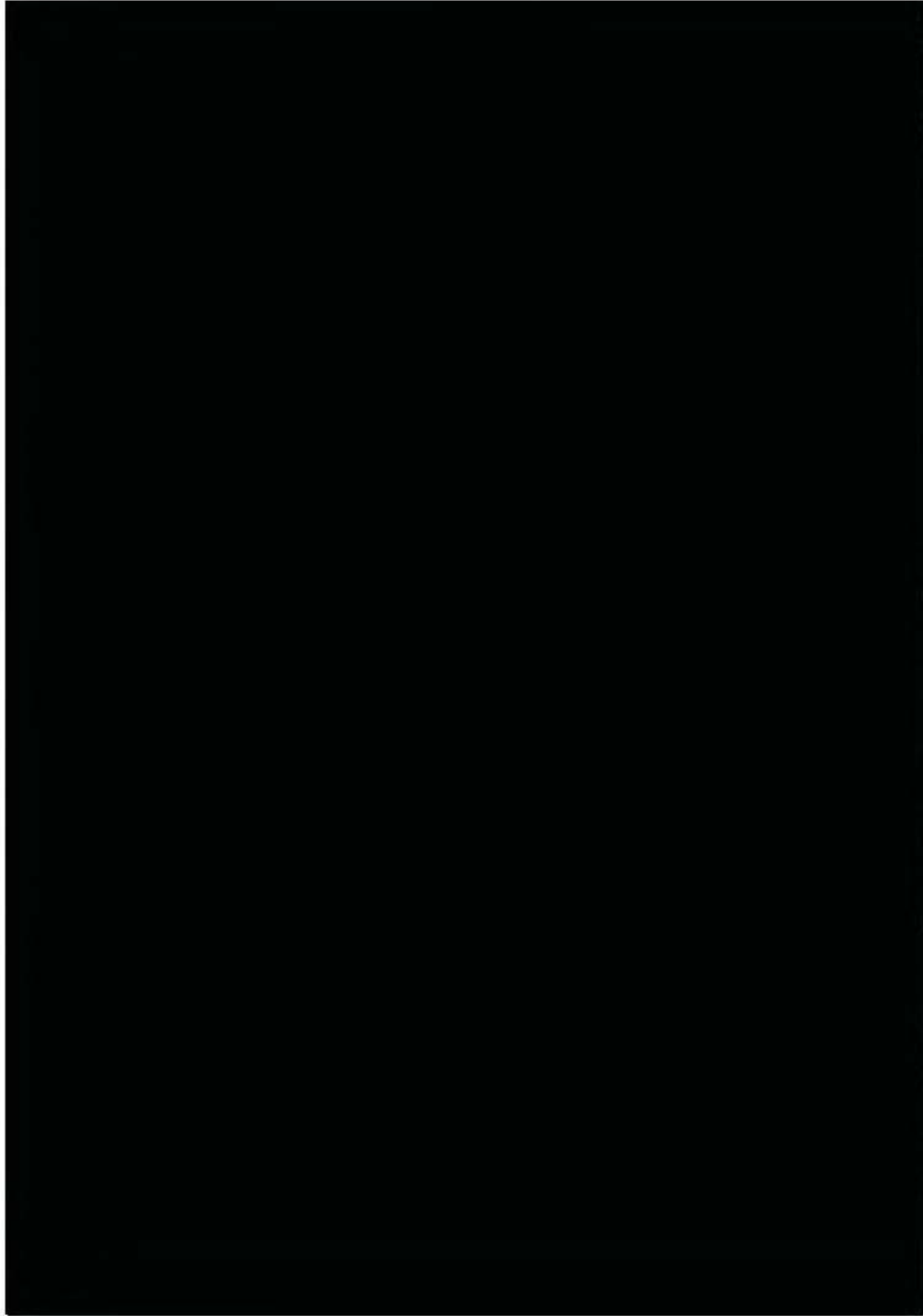


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# New Hire Guidelines *(Effective July 1, 2003)*



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# New Hire Guidelines *(Effective July 1, 2003)*

## Hourly (Non-Exempt) Employees Guidelines for All Zones



\* Note: For all new hires, the "starting point" for offers is the lower end of target range.

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## Additional Information

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- To review FAQs on stock options you can visit Intuit's Legal website:  
[http://home.intuit.com/legal/stock/stock\\_faqs.shtml](http://home.intuit.com/legal/stock/stock_faqs.shtml)
- For an overview of the different methods to exercise options visit Intuit's compensation website:  
[http://home.intuit.com/hr/compensation/downloads/stock\\_options\\_101.doc](http://home.intuit.com/hr/compensation/downloads/stock_options_101.doc)

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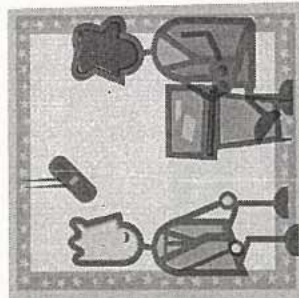
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## FAQ'S

### 9. Job Changes/Hiring

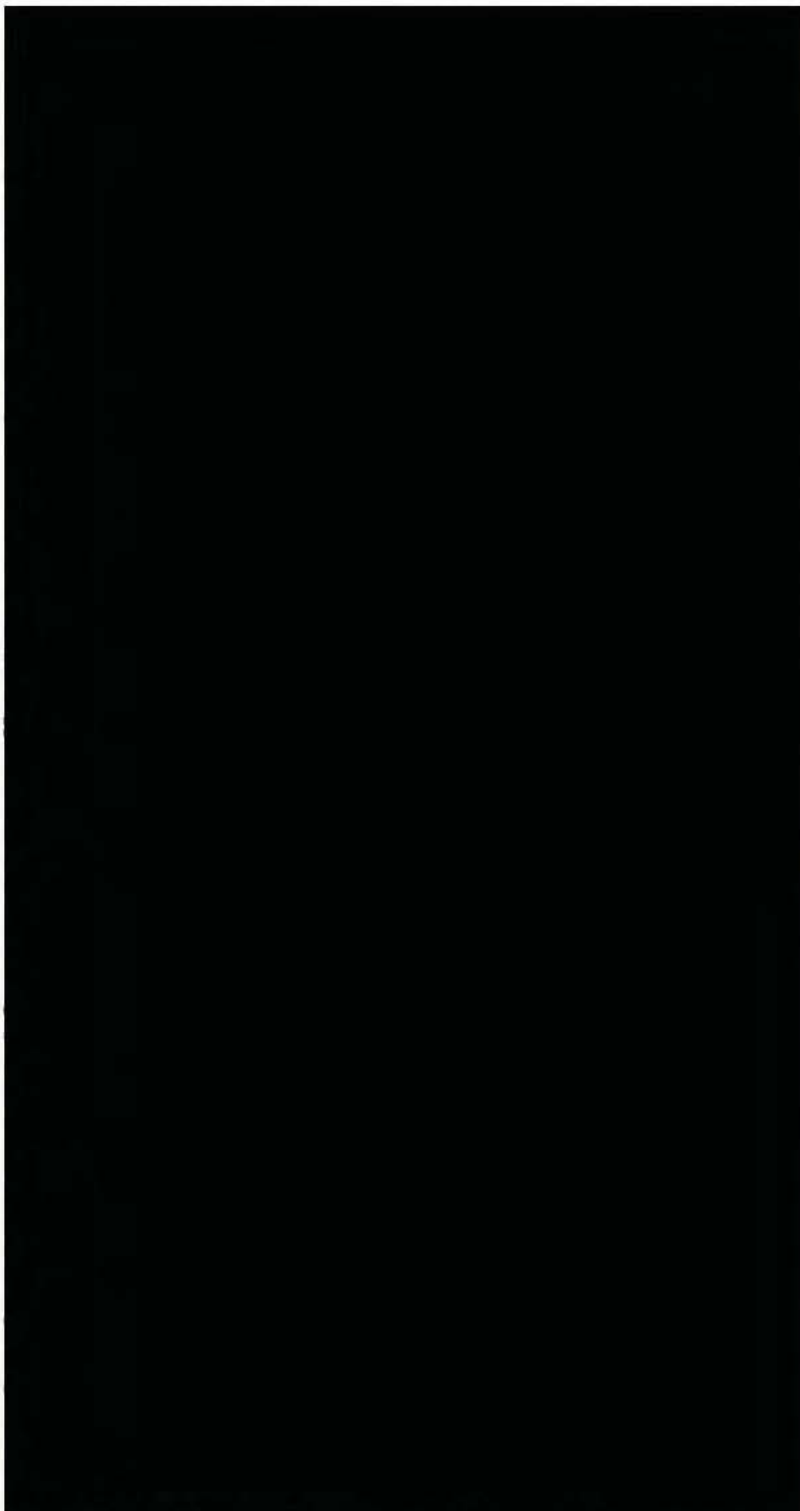


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# Job Mobility

FAQ's

Common Q & As Regarding Compensation  
Issues For Job Changes & Hiring:  
Q: What Is An Appropriate Pay Action For A Job Change?



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## Job Mobility

FAQ's

[REDACTED]



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# Geographic Differentials

The local cost of labor is indicated in the chart below for both exempt and nonexempt positions. Local cost of living is included as a reference point to assist with pay decisions that may involve relocation.



# Job Mobility

FAQ's

[REDACTED]



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[REDACTED]

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## FAQ's

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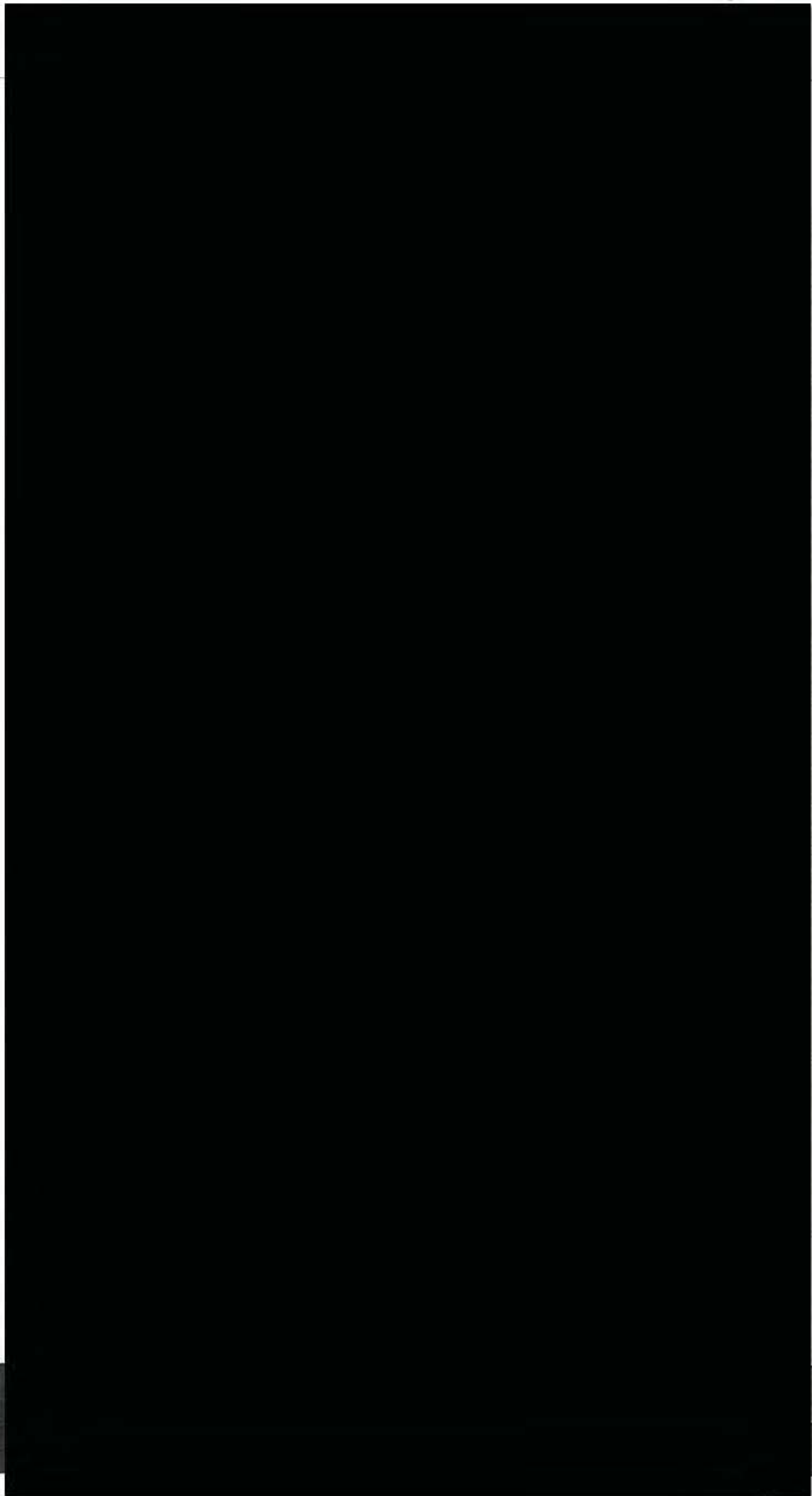
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## What is Banding?



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## Bands – Effective 9/1/03

Band	Description

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## 10. Overtime/FLSA (United States)



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This section addresses Exempt and Non-Exempt status. It includes a brief Q&A, information about the federal laws, a tool to assist managers in determining exemption status of jobs, and Intuit's overtime policies.

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## FLSA Q&A

➤ **What is FLSA, anyway?**

Enacted in 1938, the Fair Labor Standards Act (FLSA) governs minimum wage, overtime pay, child labor limitations, equal pay and record keeping. According to the Department of Labor, it is currently THE most violated employment law.

➤ **What government agency enforces FLSA?**

The Wage and Hour Division of the US Department of Labor administers and enforces FLSA.

## FLSA Q&A



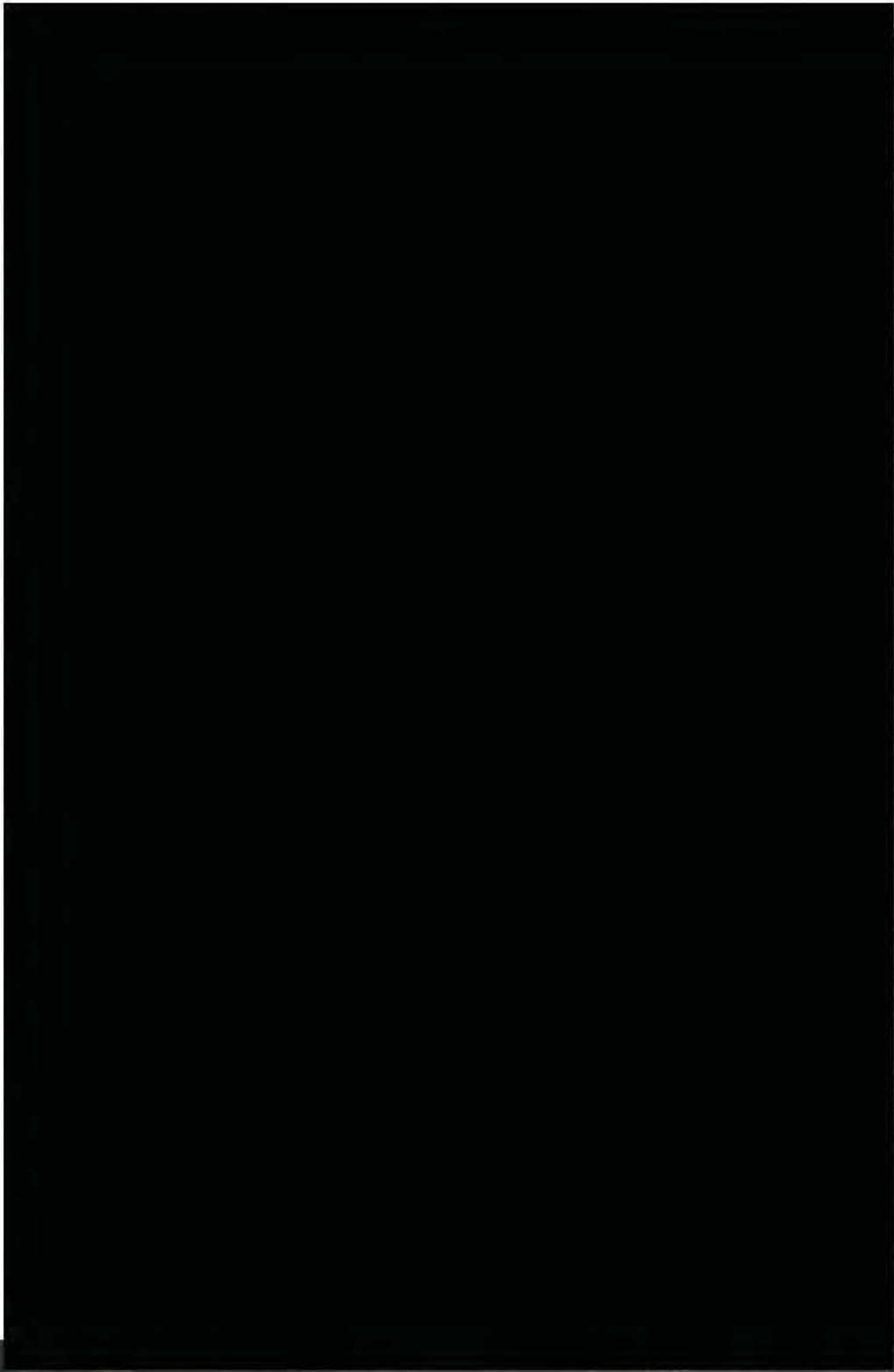
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# FLSA Overtime Requirements



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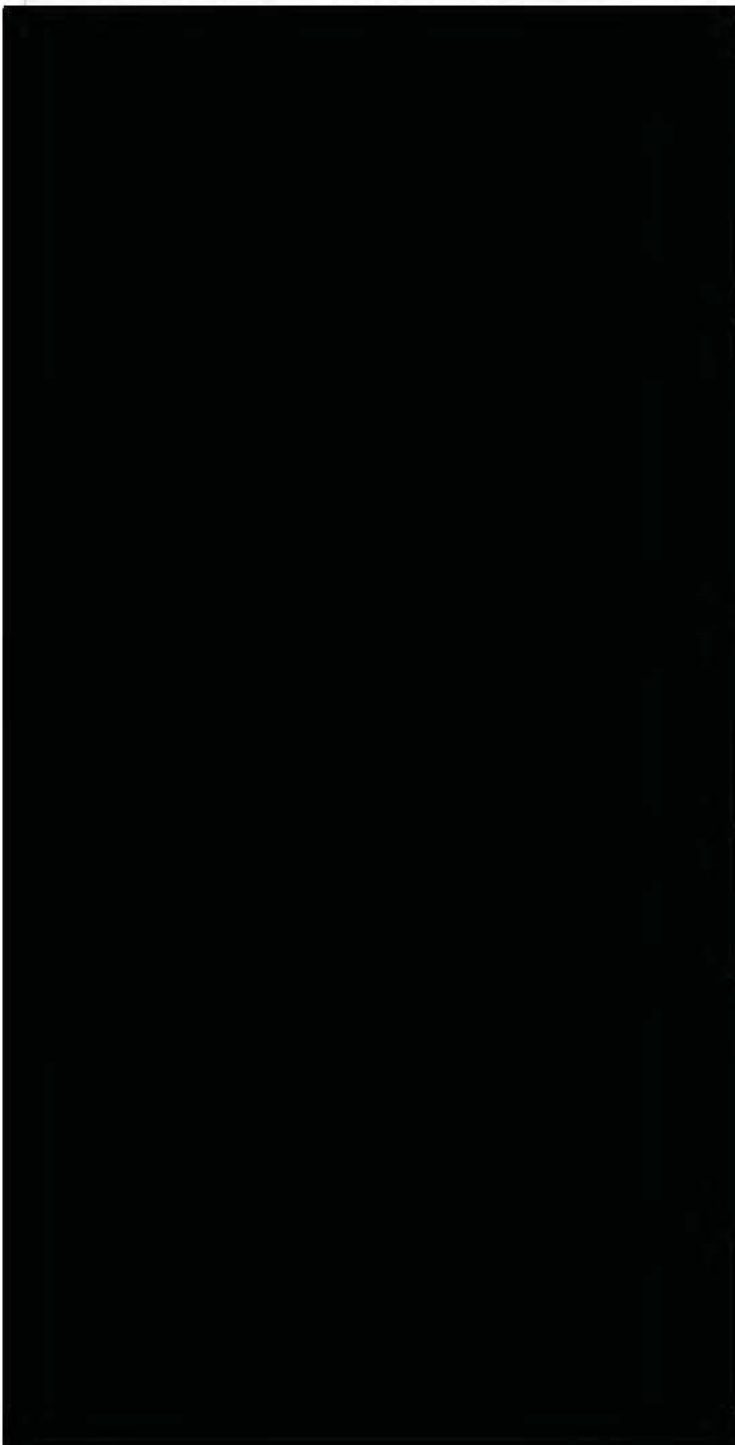
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# Overtime Exemption Status Assessment Tool



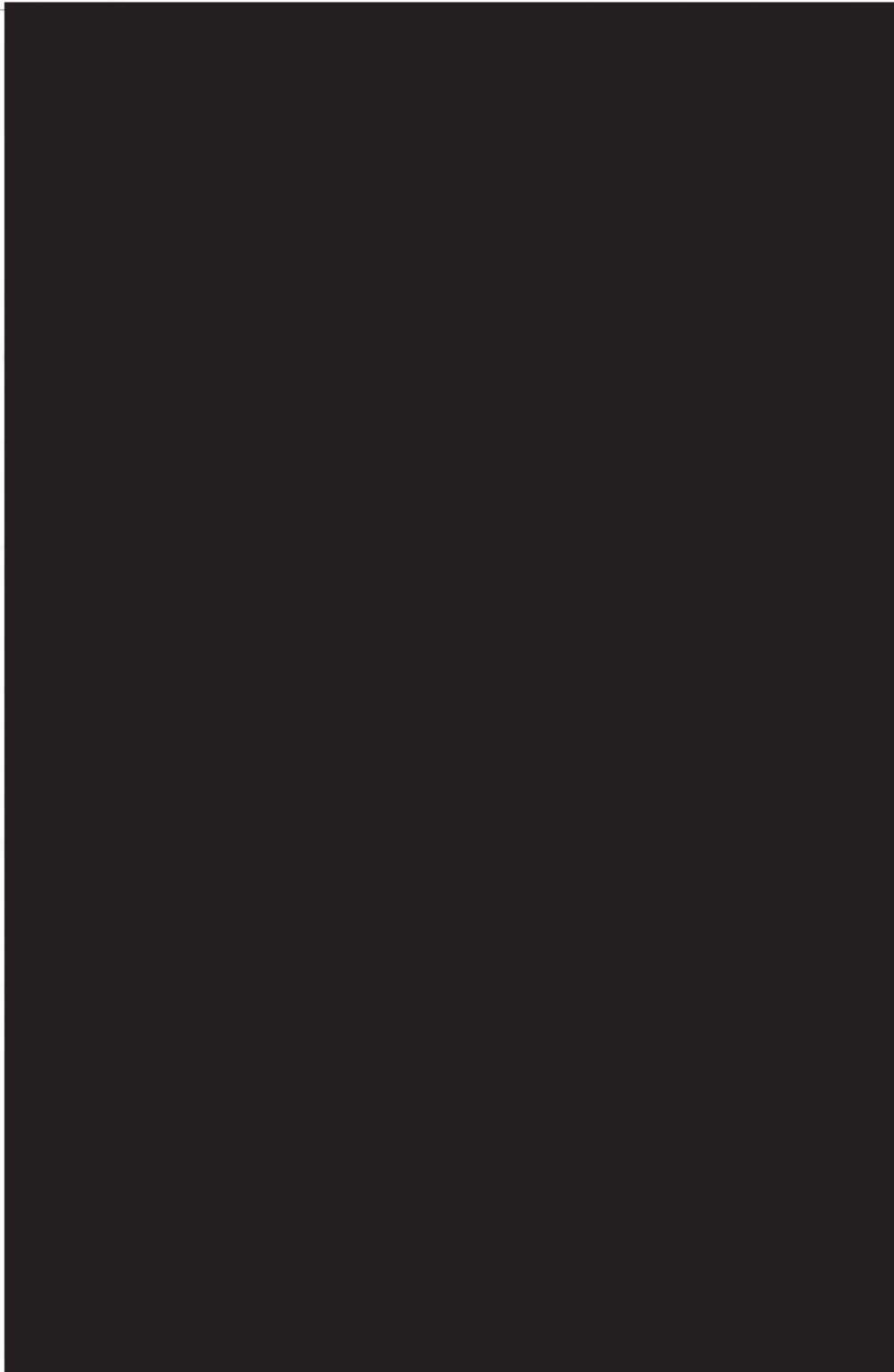
# Intuit's Pay Policy for Overtime



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## Non-Exempt Pay Policy



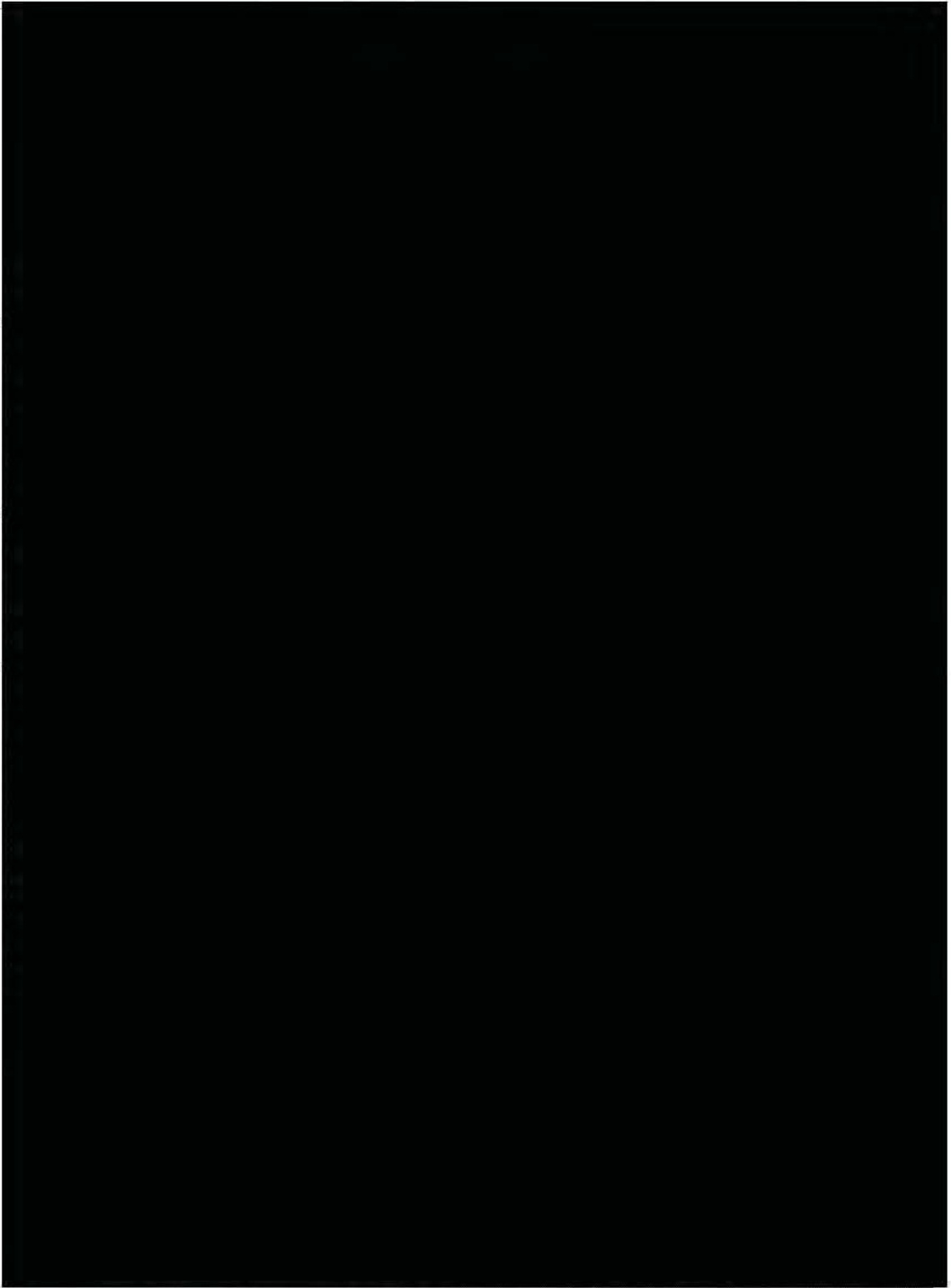
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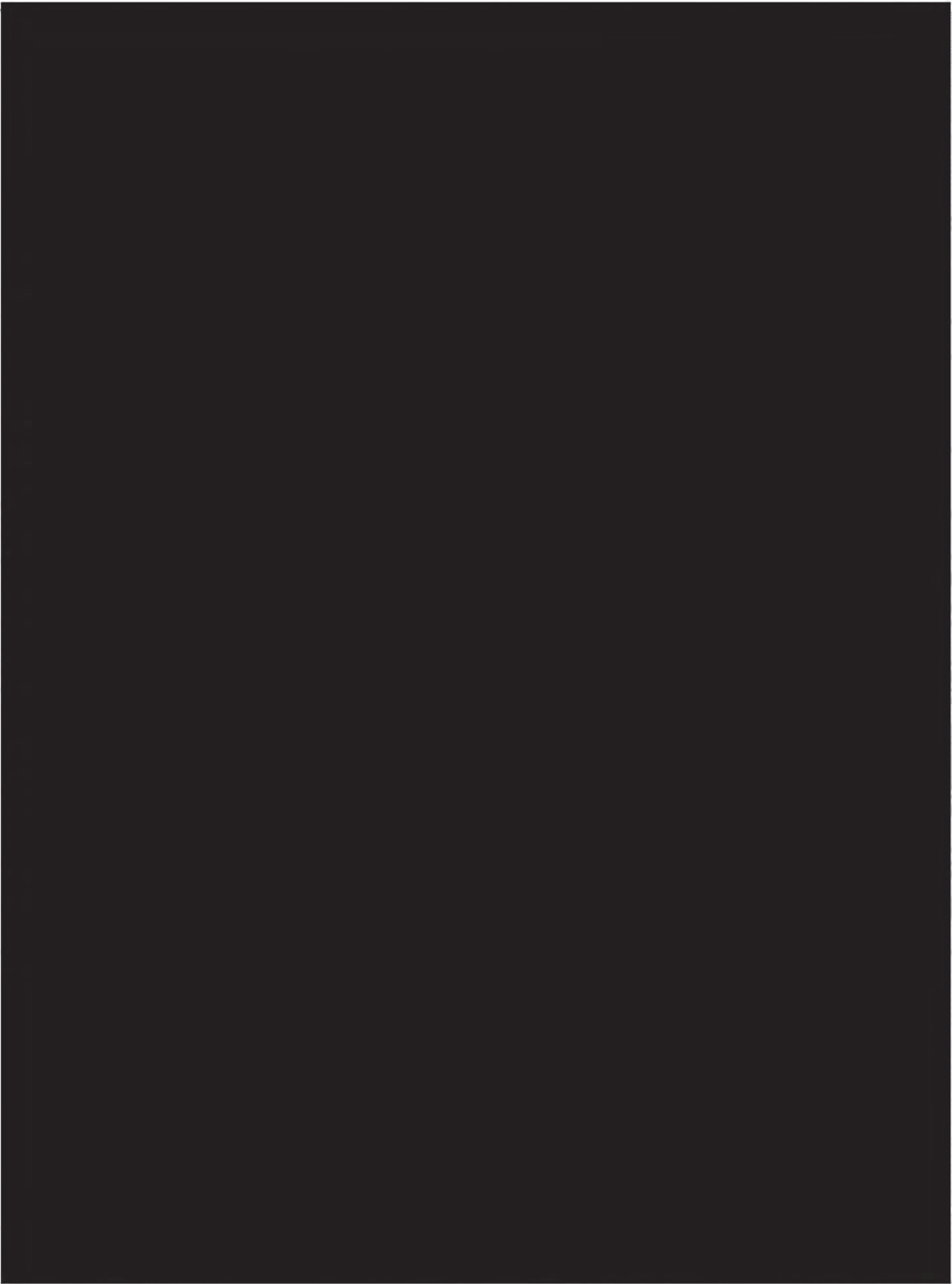
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## Non-Exempt Pay Policy



## Non-Exempt Pay Policy



## Non-Exempt Pay Policy



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Informational/Supplementary

## Non-Exempt Pay Policy

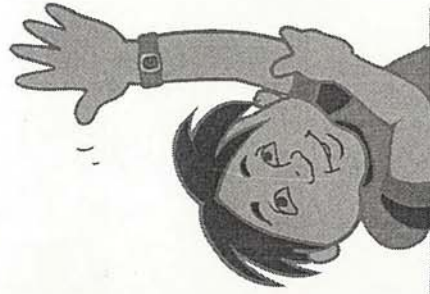


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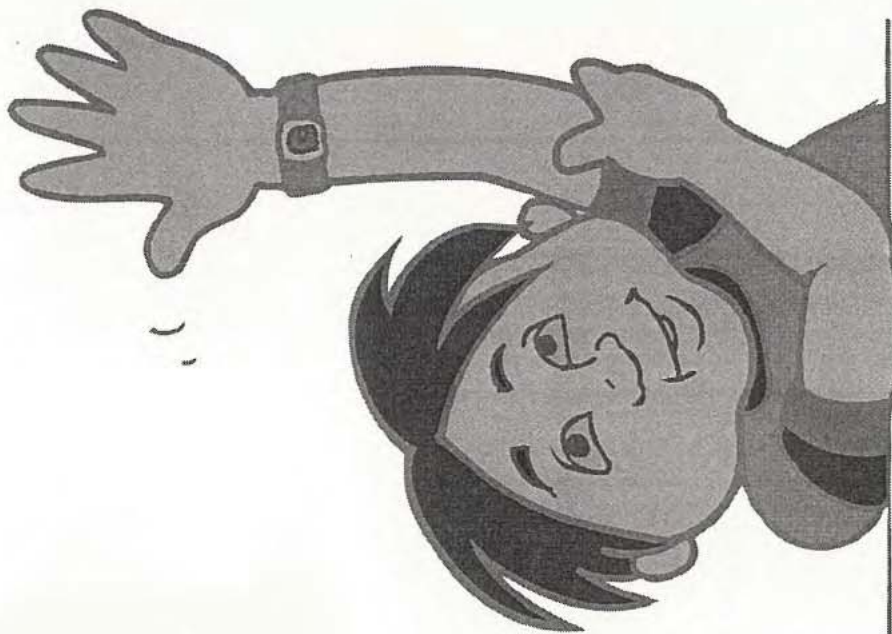
## 11. Questions & Contacts



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# Questions?

- **Process, Tools, Benefits question? – Call AccessHR in Tucson at 1-3333 or via the HR Solution Center**
- **Performance management question? – See your HRBP**
- **Pay-for-performance question? – Contact your local HR or the compensation team**
- ***Stock Options – Your HR Leader or the Compensation Team***



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# APPENDIX



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# **Focal Decisions 2005**

**Communications Session for Leaders**

*"Differentiating Performance for Results...  
Differentiating Pay Decisions for Performance"*

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# What's Important?



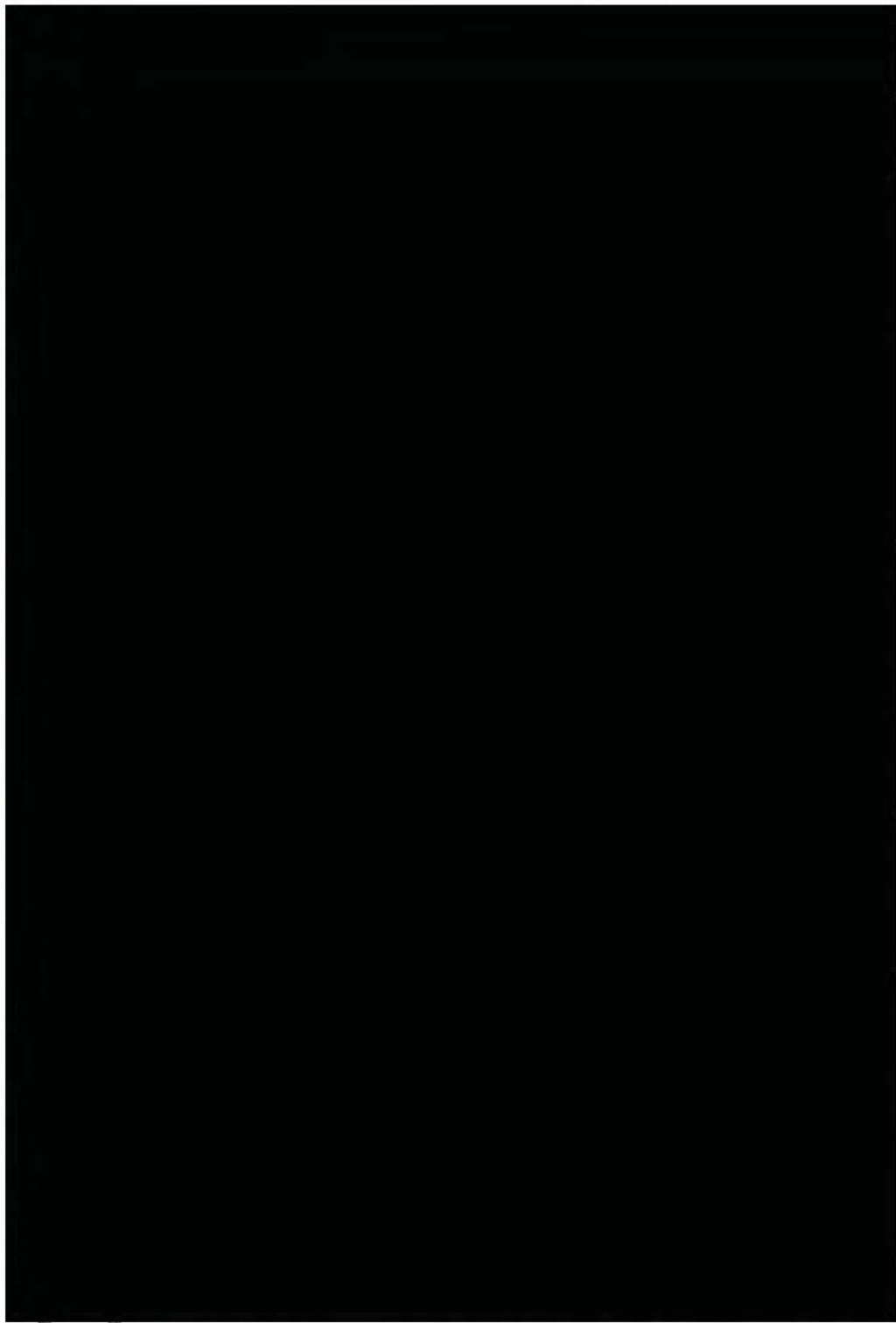
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## Y1 Build a High Performance and GPTW



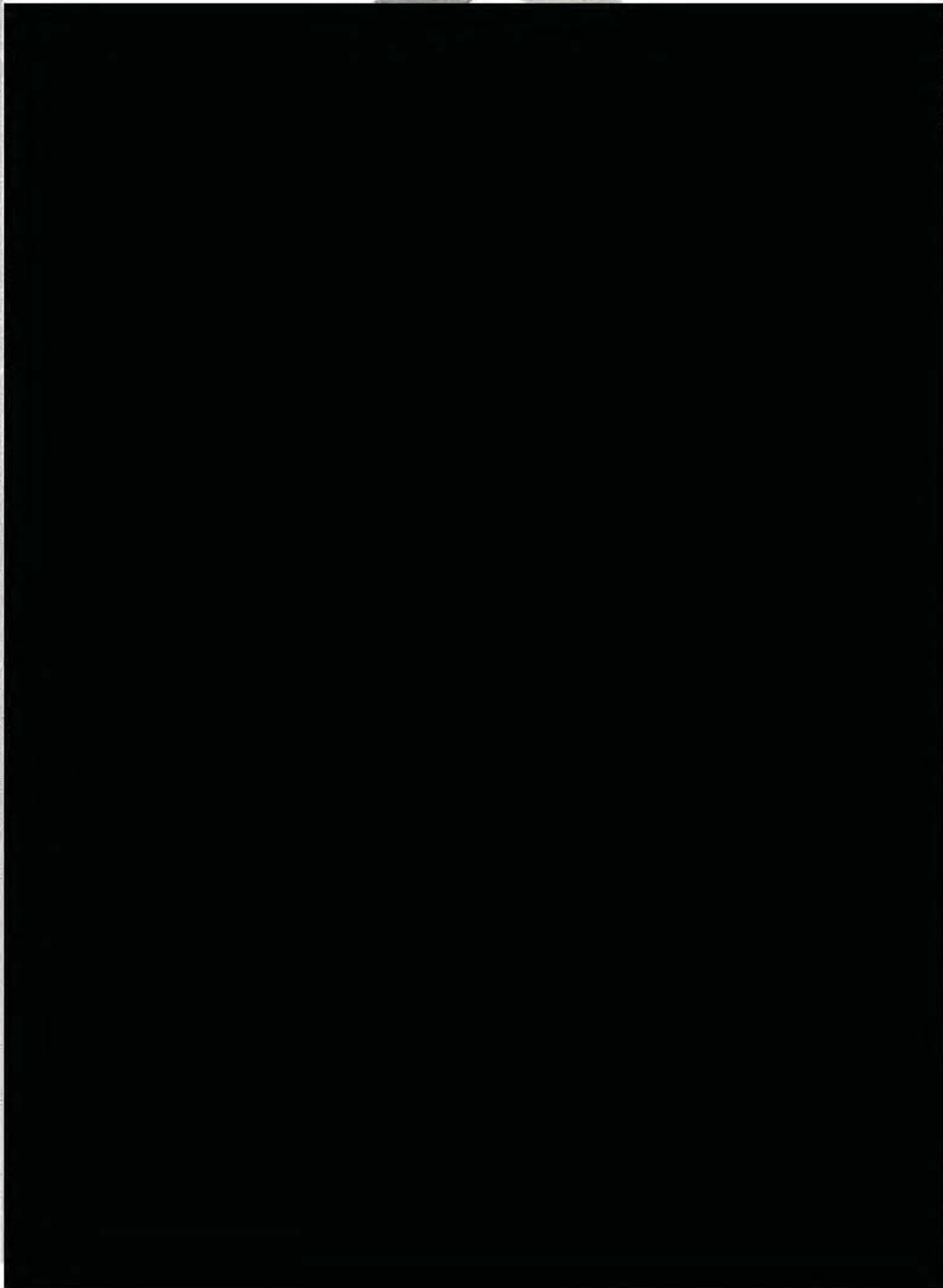
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**Focal Decision Process, FY 05...**



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## Differentiating for Performance and Impact...

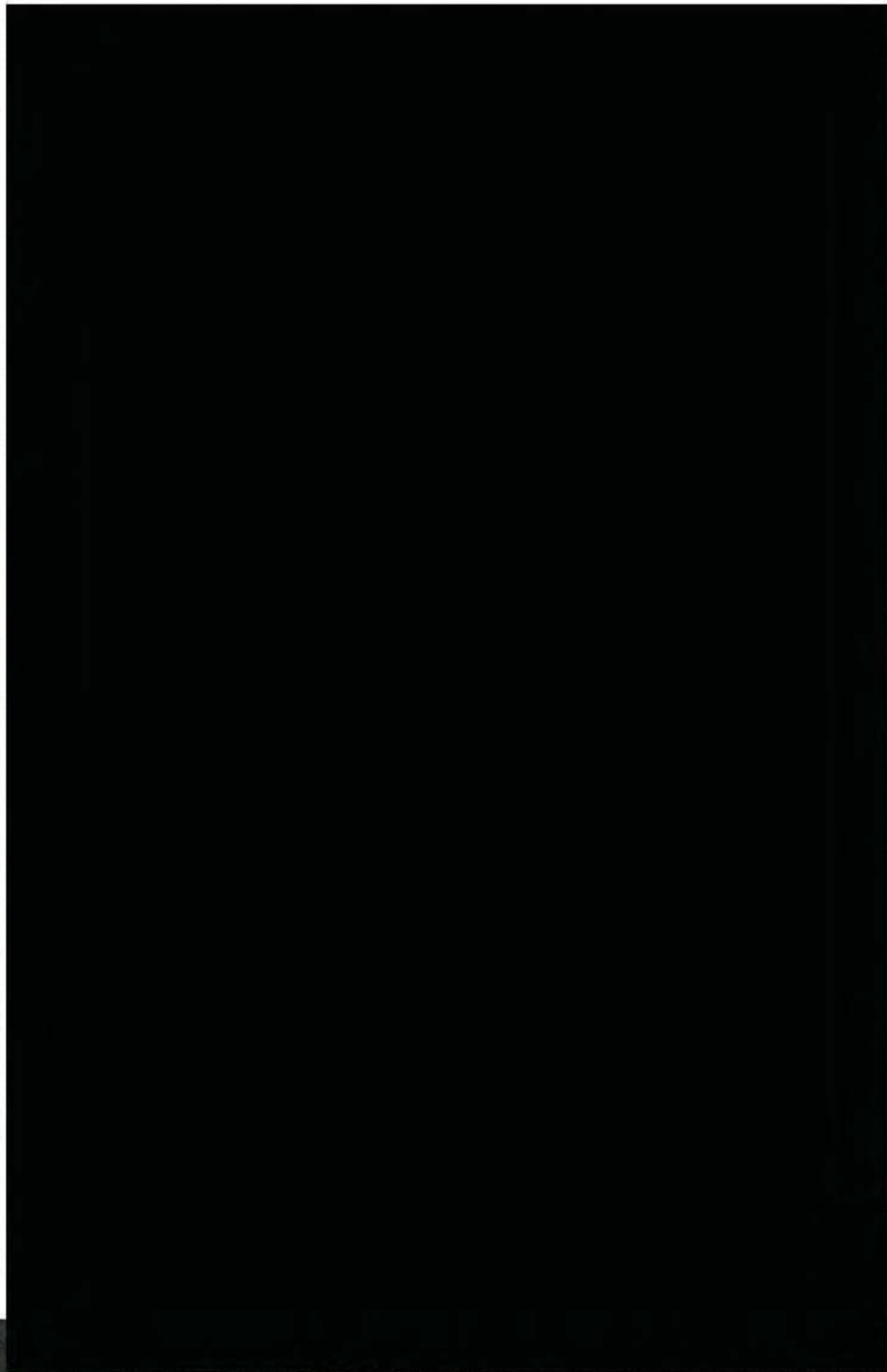


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## Input: Performance Rating



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## Input: Performance Rating

- During [REDACTED] managers are responsible for:
  1. Ensuring employees have completed self reviews and provided self rating
  2. Summarizing peer/customer/ feedback collected throughout the year
  3. Drafting performance evaluations
  4. THEN... determining performance evaluation ratings and recommended pay decisions

Pay decisions follow performance decisions

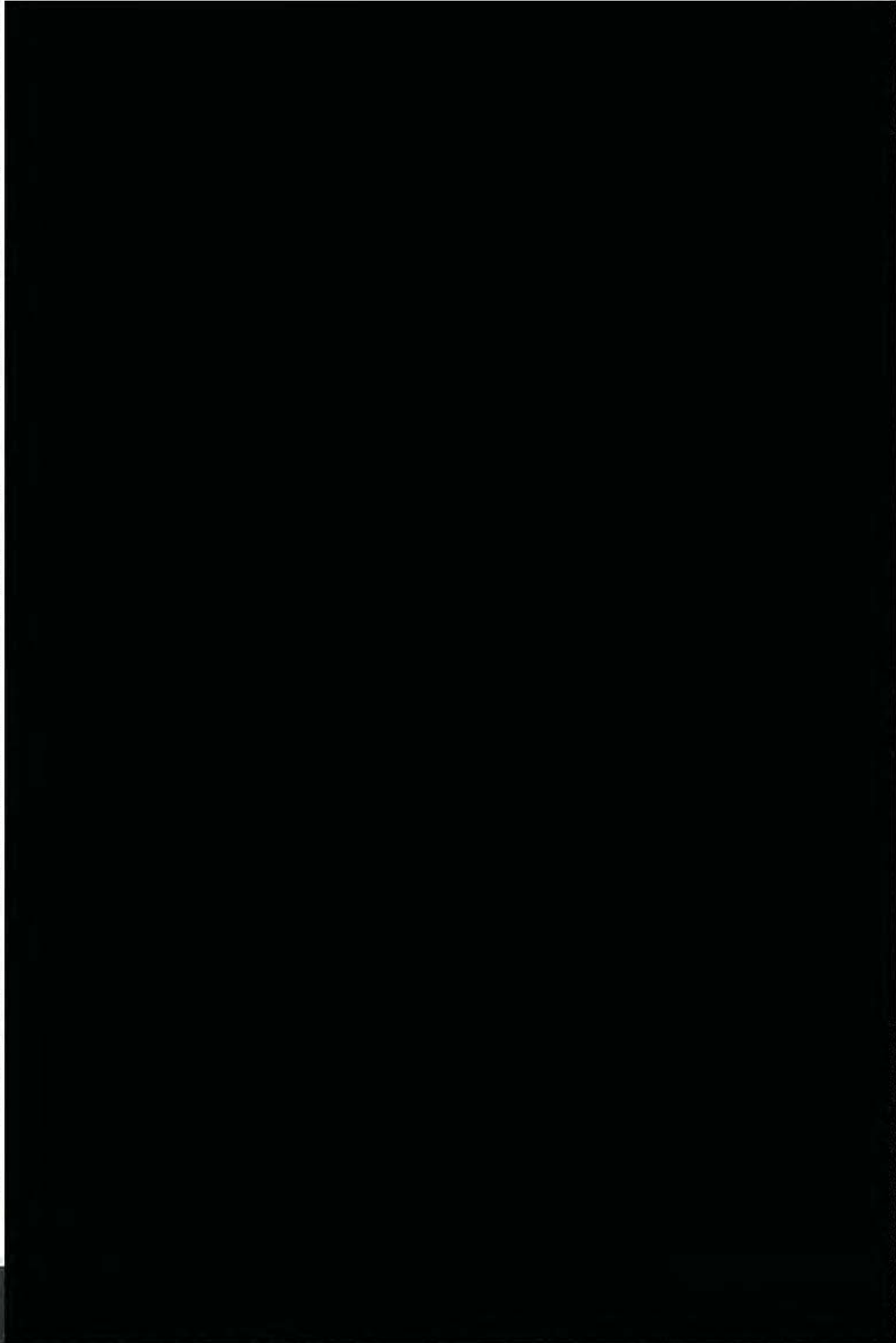
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Input: Performance Rating



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## **Input: Performance Assessment**

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- Watch for simplified Performance Review forms...available on the intranet in late May
- Highlights coming soon in the next "Line of Sight" communication

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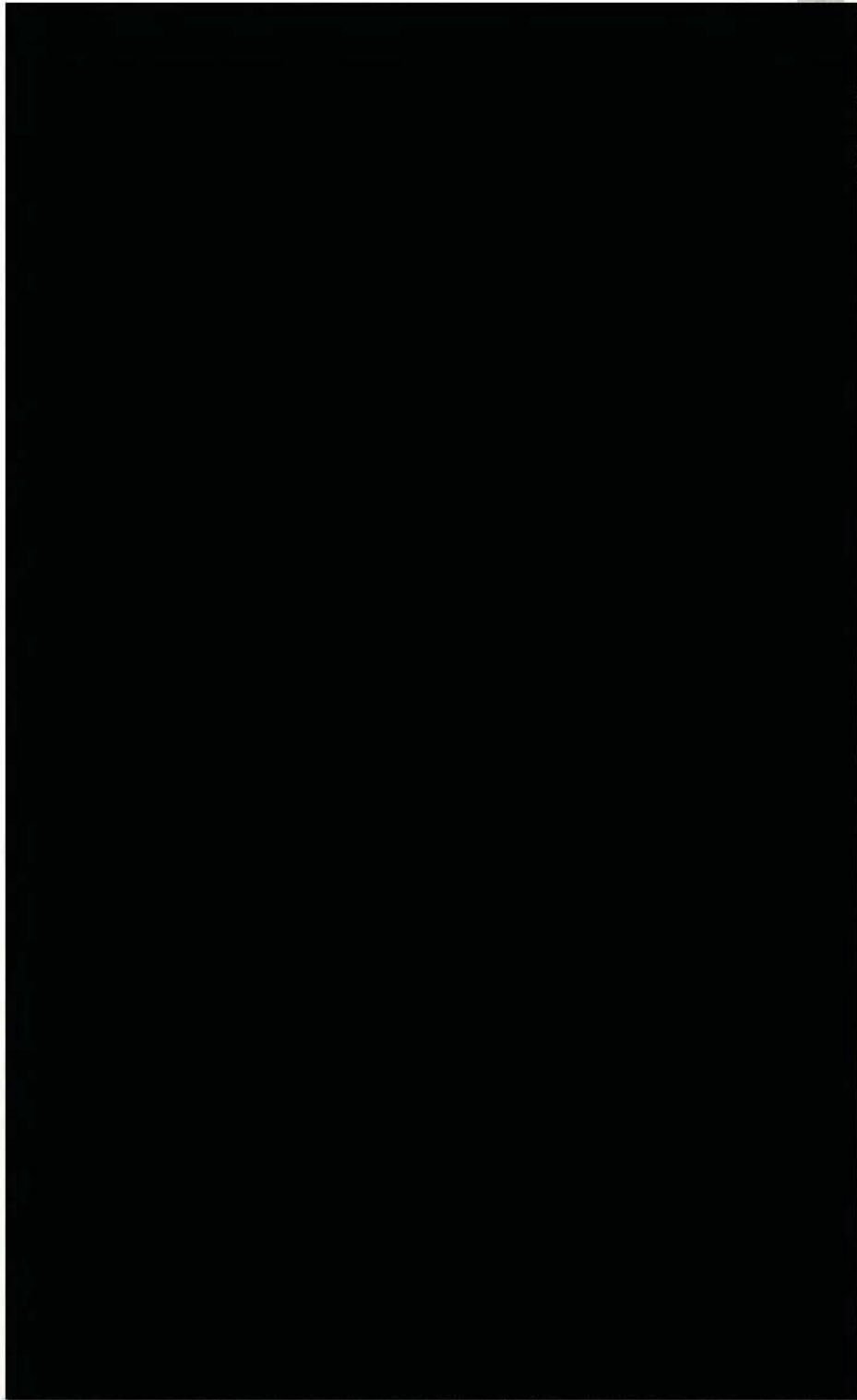
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# Input: Retention Code

How Do I Think About Retention...?



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